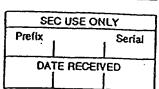
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OMB APPROVAL OMB Number: 3235-0076 Expires: January 31, 1988





U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check Isolagen, Inc.	if this is an amendment and name has char	nged, and indicate chang	(c.)	
Filing Under (Check box(es) th	at apply): Rule 504 Rule 505	Rule 506 🛘 Section	a 460 D ULOE	
Type of Filing: New Filin			. (6)	
	ASSAMINATION OF THE STATE OF TH	IONEDATA SECUE VI		
1. Enter the information reque	sted about the issuer		A STATE OF THE PARTY OF THE PAR	
Name of Issuer (O check if Isolagen, Inc.	this is an amendment and name has change	d, and indicate change.)		
Address of Executive Offices 2500 Wilcrest, 5th Fi	(Number and Street, City, State, oor, Houston, TX 77042		Number (Including Area 80–4754	Code)
Address of Principal Business ((if different from Executive Of	Operations (Number and Street, City, State, fices)	Zip Code) Telephone	Number (Including Area	Code)
Brief Description of Business				
Research, development	and commercialization of aut	tblogous cellula	r systems RECEIVED	
Type of Business Organization A corporation	☐ limited partnership, already formed	O other (ple	ALLAS POEITY): 2002	<u> </u>
☐ business trust	☐ limited partnership, to be formed			ROCESSED
Actual or Estimated Date of Inc	corporation or Organization: Month	Year 9 2 Actual	164 6	JUL 2 2 2002
Jurisdiction of Incorporation or	Organization: (Enter two-letter U.S. Postal CN for Canada; FN for other		, DIE	THOMSON
CHAPPER AT INICIPALICATIONS		·		FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts. A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administratof in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

A BASICADEMITICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general and ma 	anaging partner	of partnership issuers.	·		
Check Box(es) that Apply:	O Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, DeLape, Frank	, if individual)				
Business or Residence Addr c/o Isolagen, In	ess (Number a	and Street, City, State, 2 ilcrest, 5th F1,	Zip Code) Ilouston, TX 770	042	
ensek Bor(es) dell'Apply	Er Powelar	ElaKene (167a) Özeren	Discontine Officer	D Misson	ii Garati and Ga Mulamiy Pating
Fall time (Lastrancine)	il hvivabai)				
Business on Residence Addit	Kis (Vinnberg	nid Store, City, Seng.	Ap (504)		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, Boss, William K.		Isolagen, Inc.			
Business or Residence Addre c/o Islolagen, Inc				042	
Cheek Bordes) (But Apply)	El Ponotec	É Pereferi Gress	Er Brosnive Officer	ાગ્રસ્તાં(દેવી)	is estas milkor — Milkong Pateler
inil Nemo (Escentia) fire.	irandizalieli) L				
igninas ar Residence Affire	si (Khiniberai	d S ocial (Noy, Seno, 17	n (146)		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Macaluso, Michae					
Susiness or Residence Addres				042	
icst Race) the Apply,	Cl Protocr	Et Bergieki () vier	DEMINEOUS.	பற்கும்	E SMEED TO LOSS.
nii Nimo (lest name itali)	ardividus)				
Institution Residence Address	s «Nomberon	GStart, Gley, Stile, 71	o Coda)		
heck Box(es) that Apply:	D Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if Avignon, Michael	[individual)		· · · · · · · · · · · · · · · · · · ·		
usiness or Residence Address	c. (Number and	1 Street Otty State 71	2 Code)		

c/o Isolagen, Inc., 2500 Wilcrest, 5th Fl., Houston, TX 77042

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2. Enter the information requested for the following:

Business or Residence Address (Number and Street, City, State, Zip Code)

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- nd

Check Box(es) that Apply:	O Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Marko, Olga	if individual)				
Business or Residence Addr c/o Isolagen, Inc	es, 2500 W	and Street, City, State, Ilcrest, 5th FI.	Zip.Code) Houston, TX 7	7042	_
Kirsk Bor(a) that Apply	ÉuPomore	EiBergforti Grorer	L) Fronte Officer	D Direct	E General makes Managing Parises
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Bastias of Reskletes Arbit	ss (Climics)	nd Steel, City, Sale	# 60b)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Tomz, Jeffrey W.	if individual)				
Business or Residence Addre		nd Street, City, State, Z 1crest, 5th Fl.,		042	·
c/o ibolagen, inc				<u>-</u>	
				D Diceor	isi General and/or Minaging Pasiner
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inesk (1874(63) die it Apply Inii) Vanne (1874) Tenne finsk	El Promores	E) Beiøfent Gunød	E) Econic Officer	U Diceor	E) Copen) milkor Munging Paviner
Arek Bor(es) den Apply all Name (Esse teme fins) anness ar Reyaletes Aldre	El Promotes (s'indigadiral) (Sumbers)	D Petereni Grajek nd Šnosk City Sino, š	E) Econic Officer	L' Director	Si Ceneral anti/or Managing Partner General and/or Managing Partner
Theck Box(es) that Apply unit Name (Eng. Tame fires) disinesser Residence Addre	El Promoter Rindrydiral) (Mindra a	D Petereni Graek nd Štock, City Sino, 7	E) France (Meet		Miniping Pariner
Theck Box(es) that Apply In Name (East name first) Theck Box(es) that Apply: Full Name (Last name first, Mamaux, Jeff	Findividual) Findividual) S. (Number a	Diperational Common and Street, City, State, Zind Street, City, State, City, City	Executive Officer (p Code)	☐ Director	Mininging Patiner
merk Box(ex) their Apply mil Name (taxt name first) theck Box(es) that Apply: full Name (Last name first, Mamaux, Jeff usiness or Residence Addres c/o Isolagen, Inc.	Fire promoter (chamber as Promoter if individual) (Number as 2500 W11	Diponational Comments I Beneficial Owner and Street, City, State, Zitcrest, 5th F1.,	Executive Officer ip Code) Houston, TX 770	Director	Minaping Partner General and/or Managing Partner
in the Last name first, full Name (Last name first, full Name of Residence Address or Residence Address full Name (Last name first, full Name (Last name first) (Last	[Promoter of Individual) S (Number at Individual) S (Number at 1, 2500 W1)	Diponational Comments I Beneficial Owner and Street, City, State, Zitcrest, 5th F1.,	Executive Officer ip Code) Houston, TX 770	Director	Minaging Partner General and/or Managing Partner
inij Name (Sassmanie first) inij Name (Sassmanie first) insincs via Residence Addre Check Box(es) that Apply: Full Name (Last name first, Mamaux, Jeff insiness or Residence Addres c/o Isolagen, Inc.	El Promoter Raintrydical) SS (Number at G Promoter If individual) SS (Number at , 2500 Will El Promoter	Digardical Concernia Street, City, State, Zind Street, City, State, Zind Street, 5th Fl.,	ip Code) Houston, TX 770	Director	Minaging Partner General and/or Managing Partner

A SEAS CODE NUMBER AND DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Executive Officer Director D General and/or D Beneficial Owner Managing Partner Full Name (Last name first, if individual) Thomkins, Robert E. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Isolagen, Inc., 2500 Wilcrest, 5th Fl., Houston, TX that Bot(E) that Apple - Cl-Primole - Eliteration Congress Discourse Cities - Eliteration nijeveme (kere reme noe, de hidrochen) 💸 🧀 dentice of Building Addies Chimber relatives City state (in Co.2) ☐ General and/or D Beneficial Owner Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer Managing Partner Full Name (Last name first, il individual) Benchmark Equity Group, Inć. Business or Residence Address (Number and Street, City, State, Zip Code) 500 Gemini, Suite 100, Houston, TX 77058 ad crostes) divid Apply — El Propioso — El Peraferd Const — El Propios VIII 🕳 — Él Dicente inii Lame (cae ame hak ii inii salai) inners to the related Address - Children and Series City State [] General and/or D Executive Officer ☐ Director Check Box(es) that Apply: ☐ Promoter D Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) aBon(cs) that Apply 2019 Fromotors and Benerical Opener and the country Officer and Biblioto all Crime (Lesineme distrationalist). Business of Residence Williams - Rumber and Stool, City, State, Fab Citie) - - -[] General and/or Check Box(es) that Apply: O Promoter D Beneficial Owner ☐ Executive Officer □ Director

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Managing Partner

		Printer of		B	INEORK	ATTONES	BOUTEO	TERANG					
1. Ha	s the issue	r sold, or	does the i	ssuer inter	nd to sell,	to non-acc	redited inv	restors in (his offerir	1g?		Yes	X.
							mn 2, if fi						/ 1
2. W	nat is the i	ninimum i					y individua	_				\$ <u>52</u>	.50
* Un	less wa	ived by	the Co	ompany.		·						Yes	· No
3. Do	es the offe	ering perm	it joint ov	mership of	f a single ı	ınit?	· · · · · · · · · · · · · · · · · · ·					··· 🗶	0
sio: to l list	n or similar be listed is the name	r remunera an associa of the bro	tion for so ted person ker or dea	licitation of or agent of ler. If mor	of purchase of a broke te than five	rs in conne r or dealer : (5) perso	will be paid ection with registered us to be lis dealer on!	sales of se with the S sted are as	curities in (SEC and/o	the offering or with a st	g. If a pers ate or stat	son tes,	
Full Nan	ne (Last n	ame first,	if individu	al)									
	Ford	iham Fi	nancial	Manag	ement,	Inc.							
Business	or Reside	nce Addre	ss (Numbe	r and Stre	et. City. S	tate, Zip (Code)						
					oor, Ne			005					
Name of	Associate	d Broker o	or Dealer		•	·							
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[RI]	[SC]	[SD]	[אד].	[ŤX]	[UT]	[VT]	[AV]	[AW]	[wv]	[WI]	[WY]	[PR]	
	or Residen			and Stree	t, City, St	ate, Zip C	ode)						
Name of	Associated	Broker o	r Dealer										
States in	Which Per	son Listed	Has Solic	ited or Int	ends to Sc	licit Purc	hasers						
(Check	"All State	s" or chea	k individu	al States)	•••••			•••••				[] All St	iates
[AL]	[AK]	[AZ]	[AR]	[CA]	[00]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[11]	[AI].	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MM]	[MS]	[M0]	
[MT]	[NE]	[NV]	[NH]	[M]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] [PR]	
[RI].	[SC]	[SD]	[17]	[TX]	[UT]	[VI]	[VA]	[WA]	[WY]	[WI]	(WY)		
Full Name	(Last nar	ne first, if	individual)			•						
		· · · · · · ·		<u> </u>	·····	···							
Business o	r Residenc	æ Address	(Number	and Street	, City, Sta	te, Zip Co	ode)	•			•		
Name of A	Associated	Broker or	Dealer	•				•					
States in V	Vhich Pers	on Listed	Has Solici	ted or Inte	ends to So	licit Purch	asers						
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[AL]	[AK]	(AZ)	[AR]	[CA]	[00]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
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[MT]	[NE]	[NV]	[HM]	[M]	[NM]	[YY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] [PR]	
[RI]	[SC]	[SD]	[TN]	(XX)	[UT]	[YT]	[AY]	{AW}	[WV]	[WI]	[YW]	[[[]]	

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box I and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt Equity.... Common Preferred Convertible Securities (including warrants) Other (Specify_ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors 6,283,375 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Sold Type of offering Security 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known. Surnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees 5,000 Printing and Engraving Costs Engineering Fees Sales Commissions (specify finders' fees separately)..... Other Expenses (identify) blue sky and other miscellaneous fees and expenses Total.....

TORS PECPENSES AND ISVOEPROCESUS

	C_OFFERINGPRICE, NUMBER OF INVESTORS FIXEENS	es and Juse	OF PROCEED	
	b. Enter the difference between the aggregate offering price given in response to tion 1 and total expenses furnished in response to Part C - Question 4.a. This di "adjusted gross proceeds to the issuer."	ifference is the		<u>\$</u> 7,050,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or pused for each of the purposes shown. If the amount for any purpose is not known estimate and check the box to the left of the estimate. The total of the payments list the adjusted gross proceeds to the issuer set forth in response to Part C - Questi	wn, furnish an sted must coual		
	· · · · · · · · · · · · · · · · · · ·		Payments to	
			Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees)x(\$.	00,000	□ s
	Purchase of real estate	a s		□ \$
	Purchase, rental or leasing and installation of machinery and equipment			
	Construction or leasing of plant buildings and facilities	🗆 s.		O \$
	Acquisition of other businesses (including the value of securities involved in offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)			Пѕ
	Repayment of indebtedness			
	repartment of indeplements	U 3.		4,550,000
	Laboratories in U.S. and United Kingdom	U S.		1,000,000
	Working capital Other (specify): Laboratories in U.S. and United Kingdom	O \$.)A(}
	FDA Clinical trials			
	Column Totals	D s		D \$
	Column Totals	•••••	× 5_7,	050,000
	±D£FEDERÄLESIGNATUREÆ			
oll	e issuer has duly caused this notice to be signed by the undersigned duly authorize lowing signature constitutes an undertaking by the issuer to furnish to the U.S. Sec est of its staff, the information furnished by the issuer to any non-accredited inve	ed person. If the	is notice is filed	tion, upon written re-
ssu	uer (Print or Type) Signature	1	Date	<u> </u>
	ISOLAGEN, INC.		1	1AY 21 2002
Var	me of Signer (Print or Type) Title of Signer (Print or Type)	()	1/_	11/01/0000
	Jeffrey W. Tomz Chief Financial Of	_	retary	

-ATTENTION----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions Yes of such rule?



See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

ISOLAGEN, INC.

Name (Print or Type)

Jeffrey W. Tomz

Signature

Date

MAY 21, 2003

Chief Financial Officer/Secretary

				AY	PENDIX					
1	to non- investo	2 ad to sell accredited rs in State B-Item 1)		N	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amouut	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK							•			
AZ										
AR				•						
CA										
∞.			·							
СТ										
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IL .		Х	Preferred Stock	1	26,250	-0-			Х	
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APPENDING

1	T	2 3 D									
	to non- investo	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price		Type of investor and amount purchased in State (Part C-Item 2)						
				Number of Accredited		Number of Non-Accredited		}	}		
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
MT											
NE											
NV											
NH		1									
NJ											
NM									·		
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NC											
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